

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE CARTOON NETWORK, INC.		12/30/1998	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	THE CARTOON NETWORK LP, LLLP
Composed Of:	COMPOSED OF TURNER ENTERTAINMENT NETWORKS, AND TEN INVESTMENT COMPANY, INC.
Street Address:	C/O TURNER BROADCASTING SYSTEM, INC., ONE CNN CENTER
Internal Address:	13 NORTH
City:	ATLANTA
State/Country:	GEORGIA
Postal Code:	30303
Entity Type:	LIMITED LIABILITY LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2325055	CARTOON PLANET

CORRESPONDENCE DATA

Fax Number: (404)827-1994
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 404-827-1007
 Email: TCNUSPTO@TURNER.COM
 Correspondent Name: BONNY B. PLOSKER
 Address Line 1: C/O TURNER BROADCASTING, ONE CNN CENTER
 Address Line 2: 13TH FLOOR
 Address Line 4: ATLANTA, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	31643-0001
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CH \$40.00 2325055

NAME OF SUBMITTER:	BONNY B. PLOSKER
Signature:	/bbp/
Date:	10/10/2005

Total Attachments: 13

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Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983640902
CONTROL NUMBER: 9203884
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/30/1998
FORM NUMBER : 411

ALSTON & BIRD, LLP
MARGARET J. BERRIDGE
ONE ATLANTIC CENTER
1201 WEST PEACHTREE ST.
ATLANTA, GEORGIA 30309-3424

CERTIFICATE OF MERGER

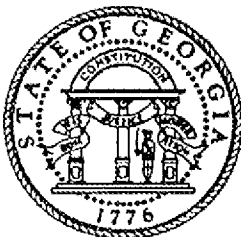
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

CARTOON, LLC, a Delaware limited liability company

Nonsurviving Entity/Entities:

THE CARTOON NETWORK, INC., a Georgia corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State
TRADEMARK

REEL: 003172 FRAME: 0797

**CERTIFICATE OF MERGER
OF
THE CARTOON NETWORK, INC.
(a Georgia corporation)
WITH AND INTO
CARTOON, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Sections 14-2-1105 and 14-2-1109 of the Georgia Business Corporation Code, as amended (the "Code"), Cartoon, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. The Cartoon Network, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia.
2. Pursuant to an Agreement and Plan of Merger and Reorganization (the "Plan of Reorganization"), dated as of December 30, 1998, INC will merge (the "Merger") with and into LLC and LLC will be the surviving entity (the "Surviving Entity") in the Merger.
3. The Certificate of Formation and Operating Agreement of LLC immediately prior to the Merger shall be the Certificate of Formation and Operating Agreement of the Surviving Entity.
3. The executed Plan of Reorganization is on file at the Surviving Entity's principal place of business located at 1050 Techwood Drive, Atlanta, Georgia 30318.
4. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any shareholder of any corporation that is a party to the merger and to any member of LLC.
5. The Plan of Reorganization was duly authorized and approved by the shareholders of INC and by the board of managers of LLC in accordance with its governing documents and applicable law.
6. The Merger shall be effective as of 11:30 P.M. on December 31, 1998.
7. A request for publication of a notice of filing the Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Code.

IN WITNESS WHEREOF, LLC has caused this Certificate of Merger to be executed in its name by a duly authorized person as of the 30th day of December, 1998.

CARTOON, LLC

By: 

Name: Wayne Goodman

Its: Authorized Officer

REC'D 12/31/98

SECRETARY OF STATE

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE CARTOON NETWORK, INC.", A GEORGIA CORPORATION,
WITH AND INTO "CARTOON, LLC" UNDER THE NAME OF "CARTOON, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100M

981508333

AUTHENTICATION: 9496597

DATE:

12-30-98
TRADEMARK

REEL: 003172 FRAME: 0800

**CERTIFICATE OF MERGER
OF
THE CARTOON NETWORK, INC.
(a Georgia corporation)
WITH AND INTO
CARTOON, LLC
(a Delaware limited liability company)**

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), Cartoon, LLC, a limited liability company organized and existing under the laws of the State of Delaware ("LLC"), hereby executes the following Certificate of Merger:

1. LLC is a limited liability company organized and existing under the laws of the State of Delaware. The Cartoon Network, Inc. ("INC") is a corporation organized and existing under the laws of the State of Georgia.

2. An Agreement and Plan of Merger and Reorganization ("Plan of Reorganization"), dated as of December 30, 1998, setting forth the terms and conditions of the merger of INC with and into LLC (the "Merger"), has been approved and executed by each domestic limited liability company or other business entity which is a constituent entity.

3. The surviving entity in the Merger shall be LLC (the "Surviving Entity").

4. The Merger shall become effective as of 11:30 P.M. on December 31, 1998.

5. An executed copy of the Plan of Reorganization is on file at the Surviving Entity's place of business at the following address:

Cartoon, LLC
1050 Techwood Drive
Atlanta, Georgia 30318

6. A copy of the Plan of Reorganization will be furnished by the Surviving Entity, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a constituent entity.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 30th day of December, 1998, and is being filed in accordance with Section 18-209 of the Act by an authorized person of the Surviving Entity.

CARTOON, LLC
By: Wayne Goodman
Name: Wayne Goodman
Its: Authorized Officer

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY TO A DELAWARE LIMITED PARTNERSHIP OF "CARTOON, LLC", CHANGING ITS NAME FROM "CARTOON, LLC" TO "THE CARTOON NETWORK, LP" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2985288 8100V

981508336

AUTHENTICATION: 9497106

DATE: TRADEMARK-98

REEL: 003172 FRAME: 0803

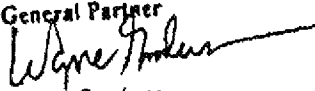
**CERTIFICATE OF CONVERSION TO
LIMITED PARTNERSHIP OF
CARTOON, LLC TO THE CARTOON NETWORK, LP**

This Certificate of Conversion to Limited Partnership, dated as of December 30, 1998, has been duly executed and is being filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to convert Cartoon, LLC, a Delaware limited liability company (the "Other Entity"), to a Delaware limited partnership, the name of which is The Cartoon Network, LP (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act.

1. The Other Entity was first formed on December 28, 1998. The jurisdiction of the Other Entity at the time it was first formed was Delaware.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was Cartoon, LLC.
3. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is The Cartoon Network, LP.
4. The conversion of the Other Entity to the Limited Partnership shall be effective on December 31, 1998 at 11:55 P.M.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Partnership as the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: 
Name Wayne Goodman
Its Authorized Officer

State of Delaware
Office of the Secretary of State

PAGE 2

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "THE CARTOON NETWORK, LP" FILED IN THIS OFFICE ON THE THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2985288 8100V

981508336

DATE: 9497106

TRADEMARK

REEL: 003172 FRAME: 0805


**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE CARTOON NETWORK, LP**

This Certificate of Limited Partnership of The Cartoon Network, LP (the "Partnership"), dated as of December 30, 1998, is being duly executed and filed by Turner Entertainment Networks, Inc., a Georgia corporation, as sole general partner, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act.

1. The name of the limited partnership formed hereby is The Cartoon Network, LP.
2. This Certificate of Limited Partnership shall be effective as of 11:55 P.M. on December 31, 1998.
3. The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
4. The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
5. The name and the business address of the sole general partner of the Partnership are Turner Entertainment Networks, Inc., 1050 Techwood Drive, Atlanta, Georgia 30318.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first-above written.

Turner Entertainment Networks, Inc.,
as sole General Partner

By 
Name Wayne Goodman
Its: Authorized Officer

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF "THE CARTOON NETWORK, LP", CHANGING ITS NAME FROM "THE CARTOON NETWORK, LP" TO "THE CARTOON NETWORK LP, LLLP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100

991000553

AUTHENTICATION: 9504702

DATE: 01-05-99

TRADEMARK

REEL: 003172 FRAME: 0807

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP OF "CARTOON, LLC", CHANGING ITS NAME FROM "THE CARTOON NETWORK, LP" TO "THE CARTOON NETWORK, LP", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2985288 8100

991000553

AUTHENTICATION: 9504702

DATE:

01-05-99
TRADEMARK

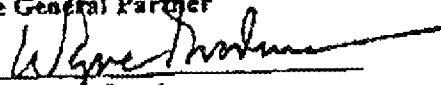
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**APPLICATION FOR REGISTRATION AS A
REGISTERED LIMITED LIABILITY LIMITED PARTNERSHIP OF
THE CARTOON NETWORK LP, LLLP**

1. The name of the registered limited liability limited partnership is The Cartoon Network LP, LLLP (the "Partnership").
2. The address of the registered office of the Partnership in the State of Delaware is c/o Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
3. The name and address of the registered agent for service of process on the Partnership in the State of Delaware are Griffin Corporate Services, Inc., 300 Delaware Avenue, 9th Floor - DE5403, Wilmington, Delaware 19801.
4. The number of partners in the Partnership is two (2); one (1) general partner and one (1) limited partner.
5. The Partnership is engaged in the business of the production of entertainment programming, including a 24-hour television network of animation and cartoon programming, and all activities ancillary to such production, such as marketing and promotion.
6. The Partnership hereby applies for status as a registered limited liability limited partnership effective as of 11:57 P.M. on December 31, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Application for Registration as a Registered Limited Liability Limited Partnership as of the 30th day of December, 1998.

Turner Entertainment Networks, Inc.,
as sole General Partner

By: 
Name: Wayne Goodman
Title: Authorized Officer

ATLD1/10408269v1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/31/1998
991000553 - 2985288

NO. 7888 F. 5 2

Jan. 5. 1999 4:13PM